

RECORDATION NO. 28267-A FILED

FEB 02 '10 -11 30 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 2, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of January 4, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Master Net Railcar Lease (Schedule 2) previously filed with the Board under Recordation Number 28267.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Assignee: BNY Capital Resources Corporation
Suite 240, 8400 East Prentice Avenue
Greenwood Village, Colorado 80111

Section Chief
February 2, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

648 railcars: ETRX 851001 and ETRX 851113 and within the series ETRX 750378 - ETRX 750959 as more particularly set forth in the attachment to the document.


A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of January 4, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and BNY Capital Resources Corporation a New York corporation ("Assignee").

Pursuant to that certain Master Net Railcar Lease, dated as of January 4, 2010 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and Entergy Arkansas, Inc., an Arkansas corporation ("Lessee"), Assignor and Lessee have entered into that certain Schedule No. 2 (as amended, supplemented or otherwise modified from time to time, the "Schedule"), which Schedule incorporates all of the terms and conditions of the Master Lease. The Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Soula Perakis

Name. Soula Perakis

Title. Assistant Vice President

BNY CAPITAL RESOURCES
CORPORATION, Assignee

By Schuyler Kellogg

Name SCHUYLER KELLOGG

Title MANAGING DIRECTOR

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 1st day of February, 2010.

Misty Watte
Notary Public



State of Chazda)
County of Hempstead) ss.

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNY Capital Resources Corporation, a New York corporation (the "Corporation"), by Schuyler Kellogg, its Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at 840 E. Front St. #240, Greenvale, NY this 15 day of February, 2010.

[Signature]
Notary Public

My Commission
Expires - 5-1-13

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

<u>Car</u> <u>Mark</u>	<u>Car Numbers</u>	
	<u>From</u>	<u>To</u>
ETRX	750378	750380
ETRX	750382	750407
ETRX	750409	750437
ETRX	750439	750441
ETRX	750443	750457
ETRX	750460	750473
ETRX	750475	750488
ETRX	750490	750498
ETRX	750500	750502
ETRX	750504	750520
ETRX	750522	750523
ETRX	750526	750535
ETRX	750537	750538
ETRX	750540	750553
ETRX	750555	750575
ETRX	750577	750624
ETRX	750632	750658
ETRX	750660	750662
ETRX	750665	750665
ETRX	750667	750667
ETRX	750669	750676
ETRX	750678	750689
ETRX	750691	750700
ETRX	750702	750708
ETRX	750710	750731
ETRX	750733	750755
ETRX	750757	750768
ETRX	750770	750830
ETRX	750832	750860
ETRX	750862	750868
ETRX	750870	750872
ETRX	750875	750880
ETRX	750882	750907
ETRX	750909	750915
ETRX	750917	750921
ETRX	750923	750952
ETRX	750954	750954
ETRX	750956	750959
ETRX	851001	851113

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

2/2/10



Robert W Alvord